

**NEIGHBORHOOD DEVELOPMENT FUND**  
**Not-for-Profit Request**

DATE: March 29, 2006

TO: Appropriations Committee

FROM: **Council Member Ken Fleming**

RE: Request for Neighborhood Development Fund to be considered by the Appropriations Committee.

I have reviewed the attached Proposal in the amount of \$ 5600 through the Dept. of Finance for **Historic Locust Grove Transportation Assistance Program** and have found it complete and within our guidelines. I/We have read the organization's statement of public purpose to be furthered by the funds requested and I/We agree that the public purpose is legitimate. I/We have also completed the disclosure section below.

Please add this Grant Proposal Agreement to the agenda of the next Appropriations Committee Meeting.

George Linnell \$1300  
Signature of Council Member \$650

[Signature] 1000.00  
Signature of Council Member

Maximus Flood \$500  
Signature of Council Member \$1,000

Vicki D Welch \$400.00  
Signature of Council Member

Kelly Downard \$1,000  
Signature of Council Member

Leonard Watkins \$1,200.00  
Signature of Council Member

Dr. Barbara Shanklin \$400.00  
Signature of Council Member

W.D. Ish \$200.00  
Signature of Council Member

Maryl C. Woolridge \$250.00  
Signature of Council Member

**DISCLOSURE**

List below any relation you have with the organization requesting the grant (your, your family, your legislative assistant or any city employee to this organization and to any member of the organization's board of directors or their employees.)

Approved by:

\_\_\_\_\_  
Appropriations Committee Chairman

\_\_\_\_\_  
Date

OFFICE OF METRO COUNCIL CLERK  
RECEIVED  
DATE 4/11/06 TIME: 11:21 AM



Historic Locust Grove, Inc.  
561 Blankenbaker Lane  
Louisville, Kentucky 40207

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PRESIDENT

March 23, 2006

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Carol Ely  
EXECUTIVE DIRECTOR

Jennifer Osborne  
Office of Councilmember Ken Fleming  
Metro Hall, 2<sup>nd</sup> floor  
601 W. Jefferson St.  
Louisville, KY 40202

Dear Jennifer,

Here is the application for Neighborhood Development Funds that we discussed. I've filled out the appropriate forms, included the attachments, and also attached a list of the schools that participated in the program this year. This year was very successful, with new schools participating in the expanded program we developed for them.

Our recent Book Sale fundraiser will provide funds to match grants from Councilmembers.

Thanks for your help with this application, and let me know if you need anything more from us.

Sincerely,

Carol Ely  
Executive Director

Tours from Transportation Assistance Fund, 2005-06 (to date)  
 Historic Locust Grove  
 21-Mar-06

Date	School	# Buses	#students (est.)
9/26/2005	Watson Lane	2	60
12-Oct	Coral Ridge	2	60
10/31/2005	Crums Lane	1	30
11/1/2005	Laukhur Elementary	2	60
11/21/2005	McFerran Prep. Acad.	2	60
12/14/2005	Rutherford Elementary	2	60
1/11/2006	Wellington Elementary	2	60
1/12/2006	Byck Elementary	1	30
1/19 & 1/20/2006	Farnsley Middle School	2	60
1/27/2006	Luhr Elementary	2	60
2/2 & 3/2/2006	Mill Creek Elementary	2	60
2/7 & 2/9/2006	Kennedy-Montessori	2	60
2/8/2006	Phyllis Wheatley Elementary	1	30
2/10 & 2/13/2006	Bates Elementary	2	60
2/14/2006	Wilkerson Elementary - ESL Program	1	30
2/15/2006	Eisenhower Elementary	2	60
2/16/2006	Cochran Elementary	1	30
2/22 & 2/23/2006	McFerran Prep. Acad.	2	60
2/24/2006	Indian Trail Elementary	2	60
2/28/2006	Stonestreet Elementary	1	30
<b>Total</b>		<b>34</b>	<b>870</b>

Approximate cost of buses: \$4420

Approximate cost of admission: \$2610



**SECTION ONE:**  
**DESCRIPTION OF APPLICANT AGENCY/ORGANIZATION**

**IDENTIFYING INFORMATION**

- I. Official Name of Agency/Organization (Agency) as listed with the Kentucky Secretary of State:  
**Historic Locust Grove**
- II. Organization number as listed with the Kentucky Secretary of State: **0513638**
- III. List any "working" or "does business as" names for organization:  
\_\_\_\_\_
- IV. Address of main office: (street and zip + 4) **561 Blankenbaker Lane, Louisville, KY 40207+1168**
- V. P. O. / mailing address if different: \_\_\_\_\_ (zip + 4) \_\_\_\_\_
- VI. Phone # (502) **897-9845** Fax# (502) **897-0103**
- VII. E-Mail **\_lghh@locustgrove.org**
- VIII. Agency's Legal Signatory/Title  
Name **\_Carol Ely** Title **\_\_\_Executive Director**\_\_\_\_\_
- IX. **Contact person responsible for application:**  
A. Name: **Carol A. Ely**  
B. Phone # (502) **897-9845** Fax# (502) **897-0103**  
C. E-Mail **\_lghh@locustgrove.org**

**DESCRIPTION OF AGENCY**

- I. **Describe your Agency's vision, mission and services:**  
The mission of Historic Locust Grove is to preserve and interpret the 55-acre site, with its circa 1790 house and outbuildings, the collection and the gardens, as an example of early nineteenth century frontier America and to share the stories of the many people who contributed to the history of Locust Grove, emphasizing the life of General George Rogers Clark, Revolutionary War hero and founder of Louisville.
- II. Total number of Board members **30**
- III. Number of Board meetings held to date in current fiscal year **9**
- IV. Average attendance at Board meetings **24**

**FACILITIES**

- I. List location(s) and terms (owned, rented, leased, or donated).
- A. **55 acre site with historic and restoration buildings on Blankenbaker Lane ; land and buildings owned by Metro Parks and operated by Historic Locust Grove, Inc.**
- B. \_\_\_\_\_
- C. \_\_\_\_\_
- D. \_\_\_\_\_

II. Are all facilities handicapped accessible? Yes   x   No       

III. If no, please explain:

Alternative interpretation provided for Historic house as specified in the ADA; all other programs and structures accessible

## FINANCIAL INFORMATION

I. Agency's fiscal year from (month) July to (month) June

II. Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year? No ☒ Yes ☐

**III. If yes, please explain.**

IV. For the **current fiscal year**, list funds received from Louisville Metro Government, including funds from any department, office, etc. in either the former City of Louisville or Jefferson County.

\$ 3900 Source: Metro EAF funds

\$ 13,000 Source: **Metro Parks allocation**\_\_\_\_\_

\$ 3400 Source: **Council Neighborhood Development Funds**

\$\_\_\_\_\_ Source: \_\_\_\_\_

V. Provide one copy only of each of the following, as appropriate (4 points):

- A. Articles of Incorporation.
- B. Approved budget or executive summary for your Agency's current fiscal year.
- C. Proof of IRS 501(C) (3) status, or application for this IRS status, if applicable.
- D. Staffing structure for entire Agency, including organizational chart.
- E. Board member list; specify chair, vice-chair, secretary, and treasurer.
- F. **If** your Agency is an employer required to have a written Affirmative Action/Equal Employment Opportunity policy: copy of policy.
- G. **If** rent/occupancy costs are being requested: copy of the signed lease.
- H. **If** program participants have the opportunity to evaluate the services received: one copy each of any forms used.

**VI.** List below any relationship any members of your Board of Directors or employees have with any Metro Council Member, Council Member's family, Council Member's staff, or any Louisville Metro Government employee.

\_\_\_\_\_ none \_\_\_\_\_

VII. I certify under the penalty of law that the information in this application is accurate to the best of my knowledge. I am aware that my Agency will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am authorized to sign this application for the Agency.

Name of Legal Signatory: (type or print) Carol A. Ely

Title: Executive Director

Signature Carol A. Ely

Date 3 / 21 / 2006

**LOUISVILLE METRO COUNCIL  
APPLICATION FORM FOR  
NEIGHBORHOOD DEVELOPMENT FUNDS  
(2005-2006)**

**Proposed Activity/Need:** \_\_\_\_\_ Field Trip Assistance Program \_\_\_\_\_

**Name of Applicant Agency:** \_\_\_\_\_ Historic Locust Grove \_\_\_\_\_

**AMOUNT OF FUNDING REQUESTED** \_\_\_\_\_ \$4000 \_\_\_\_\_

**I. Contact Person responsible for the Activity described in this proposal:**

**A. Name** \_\_\_\_\_ Aileen Novick \_\_\_\_\_

**B. Title** \_\_\_\_\_ Program Director \_\_\_\_\_

**C. Phone #** (502) 897-9845 \_\_\_\_\_ **Fax #** (502) 897-0103 \_\_\_\_\_

**D. E-mail** \_\_\_\_\_ amn@locustgrove.org \_\_\_\_\_

**2. If funded, this activity will further which of the major goals of Louisville Metro listed below.**

\_\_\_\_\_ Bringing Us Together

\_\_\_\_\_ Keeping Us Safe

\_\_\_x\_\_\_ Promoting Education and Growing Jobs

\_\_\_\_\_ Enhancing Neighborhoods and Protecting Our "Louisville" Quality of Life

**3. If funded, this activity will strengthen (check one):**

\_\_\_\_\_ Youth ( teenagers, ages 13-19)

\_\_\_\_\_ Human Services ( Citizens with barriers to meeting basic human needs)

\_\_\_x\_\_\_ Arts/cultural

\_\_\_\_\_ Neighborhoods

\_\_\_\_\_ Business Associations

\_\_\_\_\_ Parks

\_\_\_\_\_ Community Activities and Events

\_\_\_\_\_ **Other: if you do not believe your proposal fits any of the above, please describe the nature of your request:**

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**4. If approved, Louisville Metro Funds will be used for (check one)**

\_\_\_\_\_ Operating Funds (cannot exceed 33% of agency's total budget)

\_\_\_x\_\_\_ Programming/services/events for direct benefit to community or qualified individuals

\_\_\_\_\_ Capital equipment (small operating equipment which may be used to benefit the individuals or community being served. (No building or renovations)

**5. PROPOSAL DESCRIPTION: Describe how you are going to further one of the four major goals of Louisville Metro Government by this proposal. (See #2)**

\_By providing transportation assistance and admission funds, this program promotes lifelong learning and helps every child to learn and succeed. Students in schools where 50% or more of the students are eligible for the free lunch program might not have the opportunity to experience a field trip to a historic site, such as Locust Grove. This proposal will provide them with that opportunity and will expose them to a cultural resource in their community.

**6. Describe the activity being proposed to address the goal.**

\_The activity proposed is a tour of historic Locust Grove. Students will begin with an introduction to the site and the people who lived here. They will learn about the Croghan and Clark families and about the enslaved African-Americans who worked the farm. Then they will participate in an interactive program, "Work and Play" with hands-on activities. Following this, they will tour the house and grounds in small groups viewing first-hand a home of the early 19<sup>th</sup> century.

**7. Describe how the funding is to be used. BE SPECIFIC.**

The funding is to be used for the cost of transporting the children from their schools to Historic Locust Grove. One bus costs between \$115 and \$130. This cost can be prohibitive to many schools interested in a field trip. The funding will also be used to pay the admission fees of the students. The Pioneer Tour is \$2.00 per child and the Craft Sampler Tour (with the demonstrations) is \$3.00 per child. A chaperone for every 10 children is admitted free of charge.

**8. Describe the results/goals for this proposal. How will you know it is successful?**

The goal of this program is to provide students with the opportunity to experience an educational historic lesson outside of the classroom. For many students, the study of the past is restricted to classroom readings and lessons. At Historic Locust Grove, the students can look inside a home constructed in 1790 and really think about the lives of people during the late 18<sup>th</sup> and early 19<sup>th</sup> century. Students will learn more about museums and that they are welcome there. Students appreciate the history of their community and their own place in that history. Teachers are asked to evaluate their experience to see how it enhanced their educational goals. The program is popular; we have more groups asking for support than we can schedule in a year.

**EXPECTATIONS/REQUIREMENTS INCLUDE BUT ARE NOT LIMITED TO:**

- a. **Participate in post-award training.**
- b. **Make all program and financial records available to any monitors from Louisville Metro to assure compliance with the approved funding.**
- c. **Failure to provide the services, programs or projects included in the agreement will result in funds being withheld, or in requirement for reimbursing Louisville Metro.**
- d. **Return to Louisville Metro of any unexpended funds by July 31, 2006.**
- e. **Documentation of all expenditures (canceled checks, receipts, paid invoices )**

**COMPLETE PAGE 3 -BUDGET SUMMARY STATEMENT FOR THIS PROJECT.**

**STAFF ONLY:**

\_\_\_\_\_ **Description of Applicant Agency/Organization Complete**

\_\_\_\_\_ **All documentation is attached: 501(c)3 status, Articles of Incorporation, Secretary of State status, EIN (Employer Identification Number)**



# PROJECT/PROGRAM BUDGET SUMMARY STATEMENT

REVENUES ANTICIPATED	2005-2006	%
	Round to the nearest \$100	of Total Revenue
<b>Louisville Metro Government Requested of Metro Agency: Metro Council</b>	<b>\$4000</b>	<b>50%</b>
State of Kentucky		
Federal Government (Including Federal Pass-thru to State)		
United Way		
Fees for Services		
Private Contributions		
Interest Income		
Other Sources (Please specify)		
Fundraising event	<b>\$4000</b>	<b>50%</b>
<b>TOTAL REVENUES</b>	<b>\$8000</b>	<b>100%</b>

OPERATING EXPENSES		
Personnel (including all fringes)		
Operating (Contractual and Supplies)	<b>\$8000</b>	
Capital Equipment (Small Operating Equipment)		
<b>TOTAL EXPENDITURES</b>	<b>\$8000</b>	<b>100%</b>

Value of in-kind assets, such as donated space, supplies, use of equipment, etc.	\$
Value of volunteer services and how computed:	\$ 8500 (\$17/hr.)

**AGENCY NAME:** \_Historic Locust Grove, Inc.

**Project/Program Name:** Field Trip Assistance Program

This Project/Program Proposal is # 1 of 1

**HISTORIC LOCUST GROVE, INC.**  
**Board of Directors 2005-2006**

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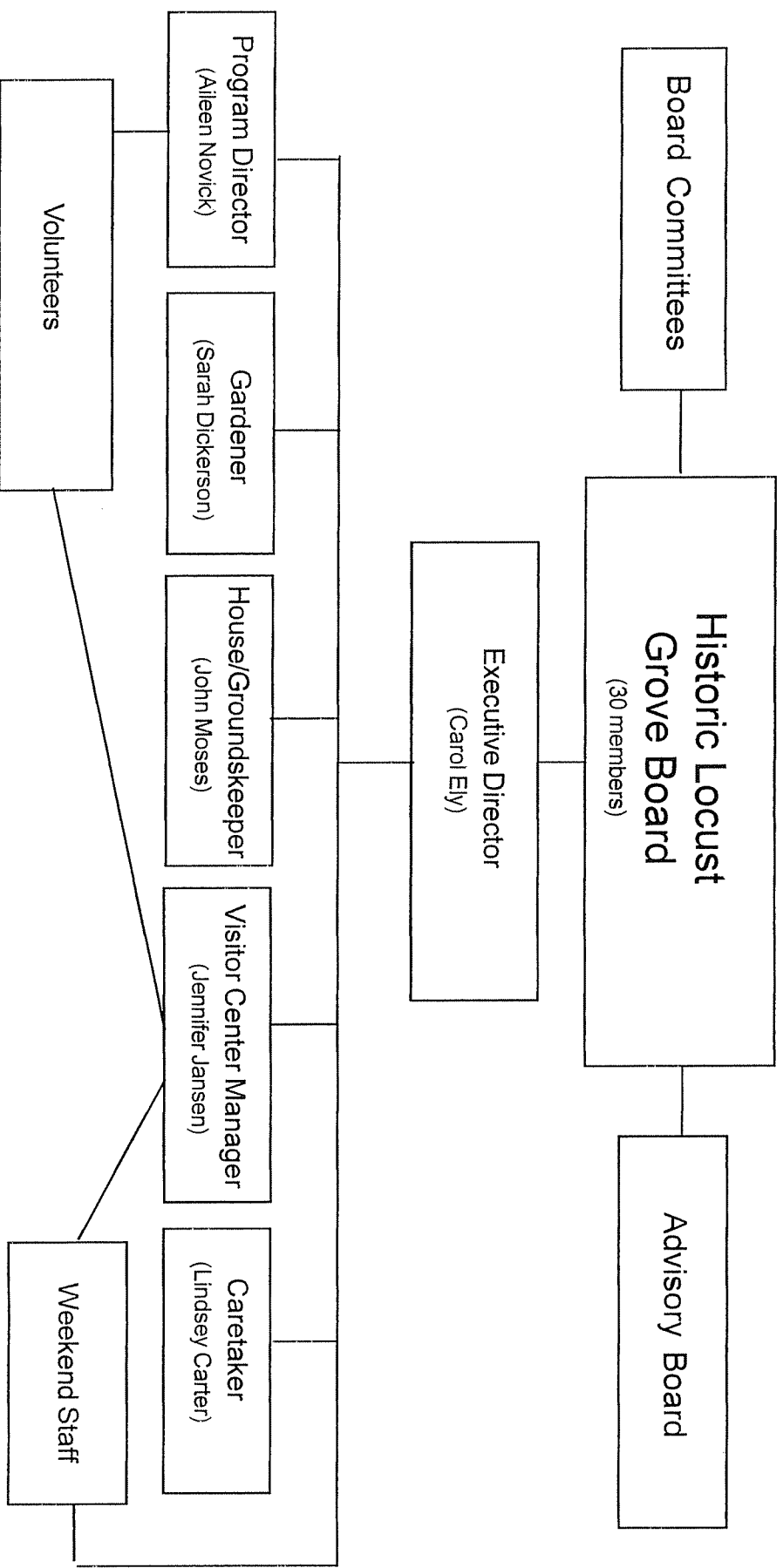
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Louisville, KY 40205



INTERNAL REVENUE SERVICE  
P. O. BOX 2508  
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date:

NOV 07 2005

HISTORIC LOCUST GROVE INC  
561 BLANKENBAKER LN  
LOUISVILLE, KY 40204-0000

Employer Identification Number:  
61-1390403

DLN:

17053274764055

Contact Person:

DEL TRIMBLE

ID# 31309

Contact Telephone Number:

(877) 829-5500

Public Charity Status:

170(b)(1)(A)(vi)

Dear Applicant:

Our letter dated JUNE 2001, stated you would be exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, and you would be treated as a public charity, rather than as a private foundation, during an advance ruling period.

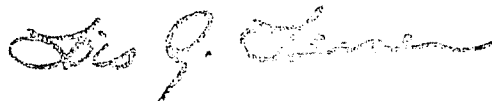
Based on the information you submitted, you are classified as a public charity under the Code section listed in the heading of this letter. Since your exempt status was not under consideration, you continue to be classified as an organization exempt from Federal income tax under section 501(c)(3) of the Code.

Publication 557, Tax-Exempt Status for Your Organization, provides detailed information about your rights and responsibilities as an exempt organization. You may request a copy by calling the toll-free number for forms, (800) 829-3676. Information is also available on our Internet Web Site at [www.irs.gov](http://www.irs.gov).

If you have general questions about exempt organizations, please call our toll-free number shown in the heading between 8:30 a.m. - 5:30 p.m. Eastern time.

Please keep this letter in your permanent records.

Sincerely yours,



Lois G. Lerner  
Director, Exempt Organizations  
Rulings and Agreements

Letter 1050 (DO/CG)

0513638.09

ARTICLES OF INCORPORATION  
OF  
HISTORIC LOCUST GROVE, INC.

John Y. Brown III  
Secretary of State

Received and Filed  
04/24/2001 03:55 PM

Fee Receipt: \$8.00

Radler - NAOI

The undersigned Incorporator, Grover C. Poter, Jr., executes these Articles of Incorporation for the purpose of forming and does hereby form a nonstock, nonprofit corporation under the laws of the Commonwealth of Kentucky (KRS Chapter 273), with all the rights, privileges and immunities of a corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or its successor provisions, and the Regulations enacted thereunder (collectively the "Code"), in accordance with the following provisions:

ARTICLE I

The name of the Corporation is the Historic Locust Grove, Inc. (the "Corporation").

ARTICLE II

Purposes and Powers

The purposes for which the Corporation is formed, the business and objects to be carried on and promoted by it, and the powers granted to it, are as follows:

(a) The Corporation is formed to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively, either directly or indirectly, for



the benefit of Locust Grove, a National Historic Landmark, owned by Jefferson County, Kentucky.

(b) The Corporation is irrevocably dedicated to and is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code (or its successor provision). The Corporation shall receive contributions and fees, and shall distribute its funds for public and educational purposes, as set forth in these Articles. In carrying out its corporate purposes, the Corporation shall have all the powers allowed corporations by the Kentucky Nonprofit Corporation Act, KRS Chapter 273; provided, however, that the Corporation shall not have or exercise any power inconsistent with or prohibited by the provisions of Paragraphs (b), (c), (d), and, if applicable, (e) of this Article II.

(c) As limited by Section 501(c)(3) of the Code, it is expressly not the purpose of the Corporation, and the Corporation is not empowered, to participate or intervene in (including the publication or distributing of statements) any political campaign on behalf of any candidate for public office, nor to devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation.

(d) Any other provision of these Articles to the contrary notwithstanding, the Corporation shall have no capital stock and no power to issue certificates of stock nor to declare dividends; no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; and

the Corporation shall not carry on any activities denied to: [i] a corporation described in Section 501(c)(3) of the Code, including prohibited transactions defined in Section 503 of the Code and activities prohibited by Section 501(m) of the Code; or [ii] a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(e) Any other provision of these Articles to the contrary notwithstanding, this Corporation shall, if the following provisions of law are applicable to it: [i] not engage in any act of self dealing as defined in Section 4941 of the Code, or corresponding provisions of any later federal tax laws; [ii] distribute its income for each fiscal year at such time and in such manner as not to be subject to the tax under Section 4942 of the Code or corresponding provisions of any later federal tax laws; [iii] not retain any excess business holdings as defined in Section 4943 of the Code or corresponding provisions of any later federal tax laws; [iv] not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code or corresponding provisions of any later federal tax laws; and [v] not make any taxable expenditures as defined in Section 4945 of the Code or corresponding provisions of any later federal tax laws.

ARTICLE III

Initial Registered Office and Agent

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address is:

Grover C. Potts, Jr.  
2500 PNC Plaza  
500 West Jefferson Street  
Louisville, Kentucky 40202

ARTICLE IV

Principal Office

The mailing address of the Corporation's principal office is:

c/o President  
561 Blankenbaker Lane  
Louisville, Kentucky 40207

ARTICLE V

Duration

The Corporation shall have perpetual existence.

ARTICLE VI

Members

The Corporation shall have no members.

ARTICLE VII

Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than fifteen (15) members nor more than thirty (30) members, the exact number to be set in the manner provided in the Bylaws. The initial Board of Directors shall consist of twenty-two (22) persons who shall serve until their successors are elected and qualified. The names and addresses of the initial Directors are:

Shirley R. Dumensil  
3320 Green Hill Lane  
Louisville, Kentucky 40206

Ann Swope  
3900 Eagle Way  
Prospect, Kentucky 40059

George Duthie  
2703 Poplar Hill Court  
Louisville, Kentucky 40207

Dottie Berry  
308 Old Farm Road  
Louisville, Kentucky 40207

Darryl Mitchell  
12500 Ridge Road  
Louisville, Kentucky 40223

B. Preston Thomas, M.D.  
3729 Canoe Lane  
Louisville, Kentucky 40207

Roberta Dickson  
519 Tiffany Lane  
Louisville, Kentucky 40207

Dorothy T. Martin  
6800 Willow Crest Circle  
Louisville, Kentucky 40241

William W. Hancock, Jr.  
14 Poplar Hill Road  
Louisville, Kentucky 4020

Nancy Lee  
601 Thompson Avenue  
Louisville, Kentucky 40207

Culver V. Halliday  
2650 Aegon Center  
400 W. Market Street  
Louisville, Kentucky 40202-3377

Frannie Alden  
609 Club Lane  
Louisville, Kentucky 40207

J. Blaine Hudson, PhD.  
4255 Northwestern Parkway  
Louisville, Kentucky 40212

Jennie Johnson  
3522 Coronado Drive  
Louisville, Kentucky 40241

Patricia Klinck  
5842 Brittany Woods Circle  
Louisville, Kentucky 40222

Stephen C. Lannert  
523 Country Lane  
Louisville, Kentucky 40207

Sara Paradis  
15 Poplar Hill Road  
Louisville, Kentucky 40207

Martin F. Schmidt  
4700 Old Brownsboro Court  
Louisville, Kentucky 40207

John W. Shaver  
22 Eastover Court  
Louisville, Kentucky 40206

Brook T. Smith  
19 Poplar Hill Road  
Louisville, Kentucky 40207

Nancy O. Stablein  
197 Westwind Road  
Louisville, Kentucky 40207

Thomas E. Waters  
American Commercial Barge Line  
1701 East Market Street  
Jeffersonville, Indiana 47130

ARTICLE VIII

Officers

The Officers of the Corporation shall be as provided in the Bylaws.

ARTICLE IX

Bylaws

The Bylaws of the Corporation shall be adopted, and may be amended or repealed, by the Board of Directors.

ARTICLE X

Contracts or Transaction  
of Business with Directors

No pecuniary profit shall be received by any Director from the operations of the Corporation by reason of his or her status as a Director. Any contract or transaction of business between the Corporation and one or more of its Directors, or with any corporation or association in which any of its Directors is a stockholder, director or officer, shall not be invalidated or affected solely by the fact that such Director or Directors have or may have interests therein which are or might be adverse to the interests of the Corporation; provided, however, a Director having any interest adverse to that of the Corporation shall disclose such interest to the Board of Directors, and shall not vote on any

matter involving such interest, although he or she may be counted in determining the existence of a quorum. The Corporation shall be prohibited from making loans to any of its Directors or Officers.

ARTICLE XI

Indemnification

Each person who is or was a member, Director, trustee or Officer of the Corporation, whether elected or appointed, and each person who is or was serving at the request of the Corporation as a member, Director, trustee or Officer of another corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorneys' fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a member, Director, trustee, Officer or employee or arising out of such person's status as a member, Director, trustee, Officer or employee; provided, however, that no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action,

suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article shall not affect any rights or obligations then existing. If any indemnification payment required by this Article is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the member, Director, trustee, Officer or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall be entitled to be paid also the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense under the Kentucky Nonprofit Corporation Act or under this Article, but it shall not be obligated to do so. The indemnification provided by this Article shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of members or Board of Directors or otherwise. If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify each such person, to the full extent



permitted by any applicable portion of this Article that shall not have been invalidated or that remains enforceable under any other applicable law.

ARTICLE XII

Dissolution

Dissolution shall be accomplished in accordance with Chapter 273 of the Kentucky Revised Statutes or its successor. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all liabilities of the Corporation, dispose of all corporate assets by distributing such assets to organizations that are organized and operated exclusively for charitable purposes and at the time qualify as exempt organizations under Section 501(c)(3) of the Code, or its successor provision, or to such organizations described under Section 170(c)(1) of the Code, or its successor provision, as the Board of Directors shall determine. If possible, the purposes of such charitable donee or donees shall be substantially similar to the charitable purposes of the Corporation. Any such assets not disposed of by the Board of Directors shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall, at that time, qualify as exempt organizations under Section 501(c)(3) of the Code, or its successor provision, or to such organizations described in Section 170(c)(1) of the Code, or its

successor provision. If possible, the Court shall cause such remaining assets to be transferred to a donee or donees that have purposes that are similar to the charitable purposes of the Corporation.

ARTICLE XIII

Limitation of Director Liability

No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for liability:

(a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;

(b) For acts or omissions not in good faith or which involve intentional misconduct or are known to the Director to be a violation of law; or

(c) For any transaction from which the Director derives an improper personal benefit.

If the Kentucky Revised Statutes are amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE XIV

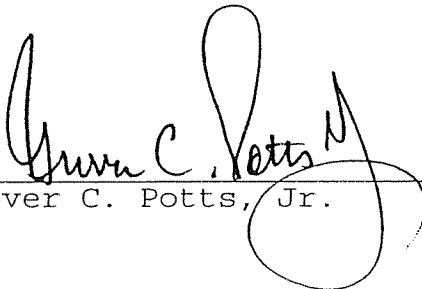
Incorporator

The name and address of the Incorporator is:

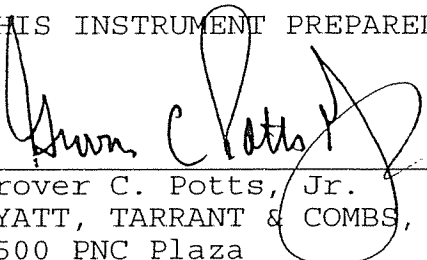
Grover C. Potts, Jr.

2500 PNC Plaza  
500 West Jefferson Street  
Louisville, Kentucky 40202

Signed by the Incorporator at Louisville, Kentucky,  
effective this 3rd day of April, 2001.

  
\_\_\_\_\_  
Grover C. Potts, Jr.

THIS INSTRUMENT PREPARED BY:

  
\_\_\_\_\_  
Grover C. Potts, Jr.  
WYATT, TARRANT & COMBS, LLP  
2500 PNC Plaza  
500 West Jefferson Street  
Louisville, Kentucky 40202  
(502) 562-7520

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Deputy Clerk: EVERAY

END OF DOCUMENT

**Organization Number** 0513638  
**Name** HISTORIC LOCUST GROVE, INC.  
**Profit or Non-Profit** N - Non-profit  
**Company Type** KCO - Kentucky Corporation  
**Status** A - Active  
**Standing** G - Good  
**State** KY  
**File Date** 4/4/2001  
**Organization Date** 4/4/2001  
**Last Annual Report** 4/13/2005  
**Principal Office** % PRESIDENT  
561 BLANKENBAKER LANE  
LOUISVILLE, KY 40207  
**Registered Agent** GROVER C. POTTS, JR.  
2500 PNC PLAZA  
500 WEST JEFFERSON STREET  
LOUISVILLE, KY 40202

**Current Officers**

**President** J Scott Waters  
**Vice President** Shirley R Dumesnil  
**Secretary** John H Stites  
**Treasurer** B Preston Thomas  
**Director** Stephen C. Lannert  
**Director** G. Lamar Gaston, Jr.  
**Director** Gwynne B Potts  
**Director** Claudia Trudel

**Incorporators and Initial Directors**

**Incorporator** GROVER C. POTTS, JR.  
**Director** SHIRLEY R. DUMESNIL  
**Director** ANN SWOPE  
**Director** GEORGE DUTHIE  
**Director** DOTTIE BERRY  
**Director** DARRYL MITCHELL

**This organization has no assumed names**

**Images Available Online**

Documents filed with the Office of the Secretary of State on September 15, 2004 or thereafter are available as scanned images or PDF documents. Documents filed prior to September 15, 2004 will become